



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. A200201756

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

This is to certify that the amended articles of incorporation of the

**ROBINSONS RETAIL HOLDINGS, INC.**

(Amending by adding new provisions of Article IX thereof.)

copy annexed, adopted on October 07, 2013 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing more than two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 29<sup>th</sup> day of October, Twenty Thirteen.

  
FERDINAND B. SALES

Acting Director

Company Registration and Monitoring Department





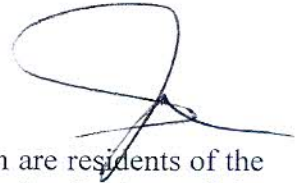


**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**

**ROBINSONS RETAIL HOLDINGS, INC.**  
**(Formerly: Robinsons Holdings, Inc.)**

**Know All Men By These Presents:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.



**THAT WE HEREBY CERTIFY:**

**FIRST:** The name of this corporation shall be:

**ROBINSONS RETAIL HOLDINGS, INC.**  
**(As Amended on March 1, 2013)**

**SECOND:** That the purposes for which the said corporation is formed are:-

PRIMARY

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging thereof stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned.



## SECONDARY PURPOSES

1. To guarantee obligations of, or to issue guarantees in favor of, any corporation or corporations, association or associations, domestic or foreign, as it shall deem necessary, convenient or incidental to carrying out any of the purposes of this corporation.
2. To purchase, acquire, own, lease, sell and convey real properties such as parcels of land, buildings, factories, warehouses and personal properties such as machineries, equipment and other assets as may be necessary or incidental to the conduct of its business, and to pay in cash, shares of stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.
3. To borrow or raise money, subject to compliance with applicable laws, necessary to meet the financial requirements of its business through the issuance of bonds, securities, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue, pursuant to law, shares of stock, debentures and other evidences of indebtedness as payment for properties acquired by the corporation or for money borrowed in the conduct of its business;
4. To invest and deal with the money and properties of the corporation in such manner as may, from time to time, be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
5. To carry on and manage the general business of any company except fund management;
6. To apply for, obtain, register, purchase, lease or otherwise acquire, and to the extent authorized by law, to hold, use, own, sell, assign and otherwise dispose of any trademarks, trade names, patents, inventions, improvements and process used in connection with or secured under letters of patent of the Philippines or of any country, and to use, exercise, grant rights in respect of and otherwise avail of the benefits of any trademarks, trade name, patents, inventions, process and the like or any such property or rights;
7. To enter, make, perform, and carry out contracts of every kind, in connection with the carrying on of any business or transaction deemed necessary, convenient or incidental to any of the purposes of this corporation, as principal, agent or otherwise with any corporation, association, partnership, entity, person or any government authority and regulatory agencies, whether domestic or foreign;
8. To acquire or obtain from any government authority, regulatory agencies or any corporation, company, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses, permits and concessions as may be necessary or incidental to any of the purposes of this corporation;

9. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business including the right to hold, purchase or otherwise acquire, sell, lease, mortgage, pledge, assign, convey or transfer real and personal properties;

10. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

11. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within the Philippines or in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time be conducive to or expedient for the protection or benefit of this corporation. (As amended on June 7, 2013 by the unanimous vote of the Board of Directors and by the stockholders representing more than 2/3 of the outstanding capital stock.)

**THIRD:** That the place where the principal office of the corporation is to be established is at:

No./Street 110 E. Rodriguez, Jr. Avenue,  
(If applicable)

City/Town Bagumbayan, Quezon City Province \_\_\_\_\_

(As amended on June 7, 2013 by the unanimous vote of the Board of Directors and by the stockholders representing more than 2/3 of the outstanding capital stock.)

**FOURTH:** That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

**FIFTH:** That the names, nationalities, and residences of the incorporators are as follows:

Names	Nationality	Residence
John Gokongwei, Jr.	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Lance Y. Gokongwei	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
James L. Go	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Johnson Robert L. Go	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Robina Y. Gokongwei-Pe	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Lisa Y. Gokongwei	Filipino	43/F Robinsons-Equitable Tower ADB Ave.



Faith Gokongwei-Ong	Filipino	cor. Poveda Rd. Ortigas Center, Pasig City 43/F Robinsons-Equitable Tower ADB Ave.
Hope Gokongwei-Tang	Filipino	cor. Poveda Rd. Ortigas Center, Pasig City 43/F Robinsons-Equitable Tower ADB Ave.
Marcia Gokongwei-Sy	Filipino	cor. Poveda Rd. Ortigas Center, Pasig City 43/F Robinsons-Equitable Tower ADB Ave.
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SIXTH:** That the number of directors of said corporation shall be nine (9) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<b>Names</b>	<b>Nationality</b>	<b>Residence</b> (Complete Address)
John Gokongwei, Jr.	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Lance Y. Gokongwei	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
James L. Go	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Johnson Robert L. Go	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Robina Y. Gokongwei-Pe	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Lisa Y. Gokongwei	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Faith Gokongwei-Ong	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Hope Gokongwei-Tang	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Marcia Gokongwei-Sy	Filipino	43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SEVENTH:** That the authorized capital stock of the corporation is Two Billion (P2,000,000,000.00) Pesos in lawful money of the Philippines, divided into Two Billion (2,000,000,000) shares with a par value of One Peso (P1.00) per share. (As amended on June 7, 2013 by the unanimous vote of the Board of Directors and by the stockholders representing more than 2/3 of the outstanding capital stock.)

No shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the corporation, whether issued from its unissued capital or its treasury shares. (As amended on June 7, 2013 by the unanimous vote of the Board of Directors and by the stockholders representing more than 2/3 of the outstanding capital stock.)

**EIGHTH:** That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

<b>Names</b>	<b>Nationality</b>	<b>No. of Shares Subscribed</b>	<b>Amount Subscribed</b>	<b>Amount Paid</b>
John Gokongwei, Jr.	Filipino	10,000,000	P10,000,000.00	P2,500,000.00
Lance Y. Gokongwei	Filipino	35,000,000	P35,000,000.00	P8,750,000.00
James L. Go	Filipino	35,000,000	P35,000,000.00	P8,750,000.00
Johnson Robert L. Go	Filipino	17,500,000	P17,500,000.00	P4,375,000.00
Robina Y. Gokongwei-Pe	Filipino	17,500,000	P17,500,000.00	P4,375,000.00
Lisa Y. Gokongwei	Filipino	8,750,000	P8,750,000.00	P2,187,500.00
Faith Gokongwei-Ong	Filipino	8,750,000	P8,750,000.00	P2,187,500.00
Hope Gokongwei-Tang	Filipino	8,750,000	P8,750,000.00	P2,187,500.00
Marcia Gokongwei-Sy	Filipino	8,750,000	P8,750,000.00	P2,187,500.00
<b>Total</b>		<b>150,000,000</b>	<b>P150,000,000.00</b>	<b>P37,500,000.00</b>
		=====	=====	=====



**NINTH:** No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

In connection with the initial public offering and initial listing of shares by the corporation with the Philippine Stock Exchange, the corporation shall strictly comply with the following lock-up requirements prescribed by the rules and regulations of the Philippine Stock Exchange as may be amended from time to time in accordance with amendments to the Rules of the Exchange:

(a) The corporation shall cause its existing stockholders who own an equivalent of at least 10% of the issued and outstanding shares of stock of the corporation at the time of listing of such shares to refrain from selling, assigning or in any manner disposing of their shares for a period of One Hundred Eighty (180) days after the listing of said shares if the corporation meets the track record requirements of the Exchange Rules:

(b) If there is any issuance or transfer of shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within One Hundred Eighty (180) days prior to the start of the offering period, and the transaction price is lower than that of the offer price in the Initial Public Offering, all shares availed of shall be subject to a lock-up period of at least Three Hundred Sixty Five (365) days from full payment of the aforesaid shares.

(AS AMENDED ON OCT. 7, 2013).

**TENTH:** That Lance Y. Gokongwei has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

**ELEVENTH:** That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In Witness whereof, we have set our hands this \_\_\_\_\_ day of JAN 31, 2002 at City of Makati.

(Sgd.)  
JOHN GOKONGWEI, JR.  
124-294-226

(Sgd.)  
MARCIA GOKONGWEI -SY  
163-969-667

(Sgd.)  
LANCE Y. GOKONGWEI  
116-312-586



(Sgd.)  
JAMES L. GO  
124-292-200

(Sgd.)  
JOHNSON ROBERT L. GO  
124-294-218

(Sgd.)  
ROBINA GOKONGWEI-PE  
139-634-860

(Sgd.)  
LISA Y. GOKONGWEI  
112-934-225

(Sgd.)  
FAITH GOKONGWEI -ONG  
143-442-758

(Sgd.)  
HOPE GOKONGWEI-TANG  
143-444-720

WITNESSES:

(Sgd.)

(Sgd.)

*(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)*

**ACKNOWLEDGEMENT**

Republic of the Philippines)  
S.S.  
CITY OF MAKATI )

BEFORE ME, a Notary Public in and for CITY OF MAKATI Philippines, this  
JAN 31, 2002, personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
John Gokongwei, Jr.	08187529	2/20/01- Pasig City
Lance Y. Gokongwei	08187531	2/20/01- Pasig City
James L. Go	08187528	2/20/01- Pasig City
Johnson Robert L. Go	08187530	2/20/01- Pasig City
Robina Gokongwei-Pe	12030951	3/27/01- Pasig City
Lisa Y. Gokongwei	08681220	2/01/01- Mandaluyong City
Faith Gokongwei-Ong	15079206	1/20/02- Pasig City



Hope Gokongwei-Tang

08848751

11/28/01- Pasig City

Marcia Gokongwei-Sy

00528073

3/26/01- Pasig City

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

**NOTARY PUBLIC**

Until December 31, 19\_\_

(Sgd.)

ELAINE G. MIRANDA-ARANETA

NOTARY PUBLIC

UNTIL DECEMBER 31, 2002

PTR NO. 67436601/9/02 /MAKATI

IBP NO. 549834 1/9/02 /MAKATI

Doc. No. 3;

Page No. 1;

Book No. XIX;

Series of 2002.



**ROBINSONS RETAIL HOLDINGS, INC.**



**DIRECTORS' CERTIFICATE**

We, the undersigned, being the Chairman of the Board, the Corporate Secretary and the majority of the members of the Board of Directors of **ROBINSONS RETAIL HOLDINGS, INC.** (the "Corporation"), hereby certify that:

(1) The Amended Articles of Incorporation of the Corporation was further amended by the unanimous vote of the Board of Directors and by the vote of stockholders representing more than two-thirds (2/3) of the outstanding capital of the Corporation at a Joint Special Meeting of the Board of Directors and Stockholders held at the Board Room, 42<sup>nd</sup> Floor of Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City on October 7, 2013, whereby the following resolutions were approved:

"RESOLVED, that Article Nine of the Articles of Incorporation of the Corporation be, as it is hereby amended to read as follows:

“**NINTH:** No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

In connection with the initial public offering and initial listing of shares by the corporation with the Philippine Stock Exchange, the corporation shall strictly comply with the following lock-up requirements prescribed by the rules and regulations of the Philippine Stock Exchange as may be amended from time to time in accordance with amendments to the Rules of the Exchange:

(a) The corporation shall cause its existing stockholders who own an equivalent of at least 10% of the issued and outstanding shares of stock of the corporation at the time of listing of such shares to refrain from selling, assigning or in any manner disposing of their shares for a period of One Hundred Eighty (180) days after the listing of said shares if the corporation meets the track record requirements of the Exchange Rules;

(b) If there is any issuance or transfer of shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within One Hundred Eighty (180) days prior to the start of the offering period, and the transaction price is lower than that of the offer price in the Initial Public Offering, all shares availed of shall be subject to a lock-up period of at least Three Hundred Sixty Five (365) days from full payment of the aforesaid shares.

(2) Attached as Annex "A" is a full, complete, true and correct copy of the Amended Articles of Incorporation of the Corporation, as further amended.



Robinsons Retail Holdings, Inc.  
Directors Certificate

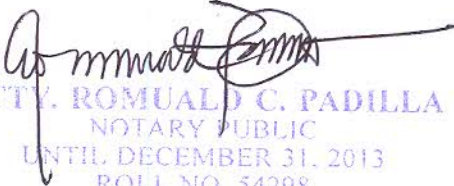
SUBSCRIBED AND SWORN TO before me this OCT 07 2013 at PASIG CITY affiants exhibiting to me their following identification cards:

<u>NAME</u>	<u>ID</u>
JOHN L. GOKONGWEI, JR.	TIN: 124-294-226
JAMES L. GO	TIN: 124-294-200
LANCE Y. GOKONGWEI	TIN: 116-312-586
ROBINA Y. GOKONGWEI-PE	TIN: 139-634-860
LISA Y. GOKONGWEI-CHENG	TIN: 112-934-225
FAITH Y. GOKONGWEI-LIM	TIN: 143-442-738
HOPE Y. GOKONGWEI-TANG	TIN: 143-442-720
ANTONIO L. GO	TIN: 100-929-712
ROBERTO R. ROMULO	TIN: 135-870-364
ROSALINDA F. RIVERA	TIN: 185-543-392

known to me to be the same persons who executed the foregoing instrument, and who acknowledged to me that the same is their free and voluntary act and deed.

WITNESS my hand and seal at the place and date first above written.

Doc. No. 187 ;  
Page No. 39 ;  
Book No. X ;  
Series of 2013.

  
ATTY. ROMUALDO C. PADILLA  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2013  
ROLL NO. 54298  
PTR NO. 8431609 - 01-08-13 - PASIG  
IBP NO. 923035 - 01-08-13 - RSM  
TIN 170-266-059  
40/F Robinsons-Equitable Tower  
ADB Ave. cor. Poveda Road  
Ortigas Center, Pasig City (02-3952581)


Robinsons Retail Holdings, Inc.  
Directors Certificate

IN WITNESS WHEREOF, we have signed this Certificate this 07 OCT 2013 at PASIG CITY, Philippines.

  
**JOHN L. GOKONGWEI, JR.**  
Director  
TIN: 124-294-226


  
**JAMES L. GO**  
Director  
TIN: 124-294-200

  
**LANCE Y. GOKONGWEI**  
Director  
TIN: 116-312-586

  
**ROBINA Y. GOKONGWEI-PE**  
Director  
TIN: 139-634-860


  
**LISA Y. GOKONGWEI-CHENG**  
Director  
TIN: 112-934-225

  
**FAITH Y. GOKONGWEI-LIM**  
Director  
TIN: 143-442-738

  
**HOPE Y. GOKONGWEI-TANG**  
Director  
TIN: 143-442-720

  
**ANTONIO L. GO**  
Director  
TIN: 100-929-712

  
**ROBERTO R. ROMULO**  
Director  
TIN: 135-870-364

  
**ROSALINDA F. RIVERA**  
Corporate Secretary  
Secretary of the Joint Special Meeting  
of the Board of Directors and Stockholders  
TIN: 185-543-392





**Republic of the Philippines**  
 Department of Finance  
**Securities and Exchange Commission**  
 SEC Building, EDSA, Greenhills, Mandaluyong City  
**Company Registration and Monitoring Department**  
 Compliance Monitoring Division

**MONITORING SHEET**

Corporate Name	ROBINSONS RETAIL HOLDINGS, INC.		
Registration No.	A200201756	Date of Registration	February 04, 2002
Term of Existence	50 years	Annual Meeting	any day in March
Principal Office	43/E Robinsons-Equitable Tower ADB Ave., cor. Poveda Rd., Ortigas Center, Pasig City	Actual Meeting	March 01, 2013
No. of Directors/Trustees	9	Fiscal Year	December 31

<input checked="" type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION		
Authorized Capital Stock	P500,000,000.00	Equity/Fund Balance	P
Retained Earnings	P 1,411,301,158	Negative Fund Balance	P
Deficit	P	Fiscal Year ended	
Capital Deficiency	P	Fine: P per year, per report	
Fiscal Year ended	12-31-2012		

COMPUTATION OF FINES				
YEAR	General Information Sheet		Financial Statements	FINE
2002	NYR		NYR	
2003				
2004				
2005		W/COP (1 <sup>ST</sup> )	W/COP (1 <sup>ST</sup> )	
2006		(05-25-2009)	(05-25-2009)	
2007				
2008				
2009			MONITORED	
2010			(03-06-2013)	
2011		MONITORED		
2012		(03-06-2013)	OT	
2013				

Stock and Transfer Book / Membership Book *OT*

OT	- On Time
NF	- Not Filed
FL/RL	- Filed/Registered Late

Monitored by:	<i>A. ZORTES</i>	DATE: 06-03-2013
Reviewed by:	<i>del</i>	DATE: 06-03-2013

Compliant with all reportorial requirements as of 6/4/13.

+ No <sup>NEW</sup> Reportorial Requirements  
 due yet as of 10/22/13  
 www.sec.gov.ph

Date: 22-10-2013 Time: 10:07:32 PM

For the Director:  
*Mary Anne V. Morales Bagura*  
 MARY ANNE V. MORALES BAGURA  
 Officer-in-Charge

10/22/13

User Name: 06mavelino

